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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

April 15, 2016

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of April 15, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Schedule No. 12 previously filed with the Board under Recordation Number 31978.

The names and addresses of the parties to the enclosed document are:

Transferor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Transferee: City National Capital Finance, LLC
25 West Flagler Street
Miami, FL 33130

A description of the railroad equipment covered by the enclosed document is:

150 covered hopper railcars within the series HWCX 10258 – HWCX 10500 as set forth on the attachment to the document.

Section Chief
April 15 2016
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A short summary of the document to appear in the index is:

Memorandum of Assignment.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT dated as of April 15, 2016 (the “**Memorandum**”), is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (“**Transferor**”), and CITY NATIONAL CAPITAL FINANCE, LLC, a Florida limited liability company (“**Transferee**”).

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Transferor, as lessor, has leased certain railroad cars more particularly described in Exhibit A attached hereto (the “**Cars**”) pursuant to that certain Lease Agreement dated as of June 1, 2014, and Schedule No. 12 thereto (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the “**Lease**”) to Halliburton Company.

B. A Memorandum of Lease was filed with respect to Schedule No. 12 with the U.S. Surface Transportation Board on October 19, 2015, under recordation number 31978.

C. Transferor and Transferee are parties to that certain Assignment Agreement dated April 15, 2016, pursuant to which Transferor has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after April 15, 2016, and the Cars, to Transferee.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

CITY NATIONAL CAPITAL FINANCE, LLC

By: _____
Name: _____
Title: _____



M J POWERS
SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

GREENBRIER LEASING COMPANY LLC

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

CITY NATIONAL CAPITAL FINANCE, LLC

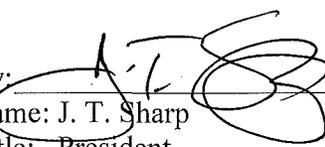
By: _____

Name:

Title:

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

GREENBRIER LEASING COMPANY LLC

By:  _____

Name: J. T. Sharp

Title: President

EXHIBIT A

RAILCARS

One hundred fifty (150) 3,250 cubic foot capacity, 286,000 lbs. GRL, covered hopper railcars marked and numbered as follows:

Mark	Number								
HWCX	10258	HWCX	10381	HWCX	10411	HWCX	10441	HWCX	10471
HWCX	10292	HWCX	10382	HWCX	10412	HWCX	10442	HWCX	10472
HWCX	10294	HWCX	10383	HWCX	10413	HWCX	10443	HWCX	10473
HWCX	10325	HWCX	10384	HWCX	10414	HWCX	10444	HWCX	10474
HWCX	10326	HWCX	10385	HWCX	10415	HWCX	10445	HWCX	10475
HWCX	10330	HWCX	10386	HWCX	10416	HWCX	10446	HWCX	10476
HWCX	10345	HWCX	10387	HWCX	10417	HWCX	10447	HWCX	10477
HWCX	10346	HWCX	10388	HWCX	10418	HWCX	10448	HWCX	10478
HWCX	10347	HWCX	10389	HWCX	10419	HWCX	10449	HWCX	10479
HWCX	10348	HWCX	10390	HWCX	10420	HWCX	10450	HWCX	10480
HWCX	10349	HWCX	10391	HWCX	10421	HWCX	10451	HWCX	10481
HWCX	10351	HWCX	10392	HWCX	10422	HWCX	10452	HWCX	10482
HWCX	10353	HWCX	10393	HWCX	10423	HWCX	10453	HWCX	10483
HWCX	10355	HWCX	10394	HWCX	10424	HWCX	10454	HWCX	10484
HWCX	10357	HWCX	10395	HWCX	10425	HWCX	10455	HWCX	10485
HWCX	10358	HWCX	10396	HWCX	10426	HWCX	10456	HWCX	10486
HWCX	10366	HWCX	10397	HWCX	10427	HWCX	10457	HWCX	10487
HWCX	10367	HWCX	10398	HWCX	10428	HWCX	10458	HWCX	10488
HWCX	10369	HWCX	10399	HWCX	10429	HWCX	10459	HWCX	10489
HWCX	10370	HWCX	10400	HWCX	10430	HWCX	10460	HWCX	10490
HWCX	10371	HWCX	10401	HWCX	10431	HWCX	10461	HWCX	10491
HWCX	10372	HWCX	10402	HWCX	10432	HWCX	10462	HWCX	10492
HWCX	10373	HWCX	10403	HWCX	10433	HWCX	10463	HWCX	10493
HWCX	10374	HWCX	10404	HWCX	10434	HWCX	10464	HWCX	10494
HWCX	10375	HWCX	10405	HWCX	10435	HWCX	10465	HWCX	10495
HWCX	10376	HWCX	10406	HWCX	10436	HWCX	10466	HWCX	10496
HWCX	10377	HWCX	10407	HWCX	10437	HWCX	10467	HWCX	10497
HWCX	10378	HWCX	10408	HWCX	10438	HWCX	10468	HWCX	10498
HWCX	10379	HWCX	10409	HWCX	10439	HWCX	10469	HWCX	10499
HWCX	10380	HWCX	10410	HWCX	10440	HWCX	10470	HWCX	10500

Total: 150 Cars

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: April 15, 2016

Edward M. Luria

Edward M. Luria